



**I. The State Court Proceeding.**

On or around June 1, 2009, Goldstein filed his Verified Derivative Petition in Harris County, Texas, with service of process on Nominal Defendant, Isramco, Inc., on or about June 10, 2009. This cause of action, styled Cause No. 2009-34535, *Jeffrey Goldstein, Derivatively on Behalf of Nominal Defendant Isramco, Inc. v. Haim Tsuff, Jakob Maimon, Max Pridgeon, Michelle R. Cinnamon Flores, and Goodrich Global Ltd. B.V.I., Defendants, and Isramco, Inc., Nominal Defendant*, is now pending in the 55th Judicial District Court of Harris County, Texas.

Goldstein alleges that the individual defendants breached fiduciary duties of loyalty and good faith as directors of Isramco, Inc. by causing Isramco, Inc. to enter into an Amended and Restated Agreement with Goodrich, a company owned and controlled by Tsuff. Goldstein further alleges that Goodrich aided and abetted the individual defendants' breaches of fiduciary duties. *See* Exhibit B, which includes a true and correct copy of Plaintiff's Verified Derivative Petition.

Goldstein further alleges that the individual defendants wasted Isramco, Inc.'s assets by approving and entering into the Amended and Restated Agreement with Goodrich; and that Tsuff and Goodrich have been and will be unjustly enriched by the agreement. *See* Exhibit B, which includes a true and correct copy of Plaintiff's Verified Derivative Petition.

**II. The Grounds for Removal: Diversity and Alienage Jurisdiction.**

This suit is removable to this Court under and by virtue of the acts of Congress of the United States.

The above-entitled cause involves a controversy between citizens of different states and in which citizens of a foreign state are additional parties. 28 U.S.C. § 1332(a)(3). Complete diversity of citizenship exists between the parties in this suit. *See* 28 U.S.C. § 1332(a).

At the time of commencement of this lawsuit and at the present time, Plaintiff, Jeffrey Goldstein, a United States citizen, is a citizen of the State of Florida.<sup>1</sup>

Defendant Tsuff, an alien, is a citizen of the Netherlands and Israel. Defendant Jakob Maimon ("Maimon"), an alien, is a citizen of Israel. Defendant Max Pridgeon ("Pridgeon"), an alien, is a British citizen. Defendant Michelle R. Cinnamon Flores ("Flores"), a United States citizen, is a citizen of Ohio. Defendant Goodrich is a citizen of British Virgin Island with its principal place of business in the Netherlands. Nominal Defendant Isramco, Inc. is a Delaware corporation with its principal place of business in Houston, Harris County, Texas.

In this shareholder's derivative suit, Goldstein has named Isramco, Inc. as a nominal defendant. As such, Isramco, Inc.'s citizenship does not defeat removal under the forum defendant rule.

According to Goldstein's Petition, the amount in controversy exceeds seventy-five thousand dollars, exclusive of interest and costs. Accordingly, the damages alleged by Goldstein exceed the jurisdictional amount of this Court. *See* 28 U.S.C. § 1332.

### **III. Documents in Support of Removal.**

In accordance with rule 81 of the Local Rules of the United States District Court for the Southern District of Texas and other applicable rules, statutes, and case law, the following documents are attached as Exhibits to this Notice of Removal:

- Exhibit A: Index of Matters Being Filed;
- Exhibit B: Certified copies of all executed process, pleadings asserting causes of action and answers to such pleadings, orders signed by the state judge, and docket sheets in the case;
- Exhibit C: List of all counsel of record, including addresses, telephone numbers, and parties represented; and

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<sup>1</sup> In his verified petition, Goldstein makes no reference to his citizenship. Company records and publicly available records indicate that Goldstein is a citizen of Florida.

Exhibit D: Consent to Removal of Action Under 28 U.S.C. § 1441.

**IV. State Court Jury Demand.**

In his Verified Derivative Complaint filed in state court, Goldstein demanded a jury trial.

**V. Timeliness of this Notice of Removal.**

The time within which Tsuff and Goodrich are required to file this notice of removal in order to remove this cause to this Court has not yet expired. Tsuff and Goodrich timely file this notice of removal within the 30-day time period required by section 1446(b) of Title 28 of the United States Code. 28 U.S.C. § 1446(b).

**VI. Consent of All Defendants to Removal.**

All defendants named in the state court action consent to removal of the action to the United States District Court for the Southern District of Texas, Houston Division, from the 55th Judicial District Court of Harris County, Texas, where the action is now pending. *See* Exhibit D.

**VII. Notice of the Filing of the Removal.**

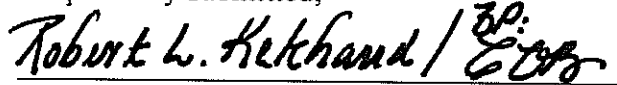
Tsuff and Goodrich will give all other parties written notice of the filing of the removal as required by section 1446(b) of Title 28 of the United States Code. Tsuff and Goodrich will promptly file a copy of this Notice of Removal with the Clerk of the 55th Judicial District Court of Harris County, Texas, where the action is currently pending, pursuant to section 1446(d) of Title 28 of the United States Code.

**VIII. Conclusion.**

Pursuant to and in conformance with the requirements as set forth in sections 1332, 1441, and 1446 of Title 28 of the United States Code, on this 8th day of July, 2009, Tsuff and Goodrich remove the lawsuit styled Cause No. 2009-34535, *Jeffrey Goldstein, Derivatively on Behalf of Nominal Defendant Isramco, Inc. v. Haim Tsuff, Jakob Maimon, Max Pridgeon, Michelle R.*

*Cinnamon Flores, and Goodrich Global Ltd. B.V.I., Defendants, and Isramco, Inc., Nominal Defendant*, from the 55th Judicial District Court of Harris County, Texas, to the United States District Court for the Southern District of Texas, Houston Division.

Respectfully submitted,



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**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that on this 8th day of July, 2009, a true and correct copy of this DEFENDANTS HAIM TSUFF'S AND GOODRICH GLOBAL LTD.'S NOTICE OF REMOVAL OF ACTION UNDER 28 U.S.C. § 1441 has been served as indicated on the below-listed counsel in compliance with rule 5(d) of the Federal Rules of Civil Procedure and by electronic transmission in compliance with rule 5.1 of the Local Rules of the United States District Court for the Southern District of Texas.

  
Constance O'Doherty Barnes

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